

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

AKORN HOLDING COMPANY LLC, *et al.*<sup>1</sup>

Debtors.

Chapter 7

Case No. 23-10253 (KBO)  
(Jointly Administered)

**Re: D.I.** [106](#), [137](#), [205](#), [206](#)

**CERTIFICATION OF COUNSEL REGARDING SUBMISSION OF ORDER (A) APPROVING THE SALE OF CERTAIN OF THE ESTATES' ASSETS (SPECIFIC "ANDAs" and SHARES) TO SENTISS AG or its ASSIGNS, (B) APPROVING THE ASSET AND SHARE PURCHASE AGREEMENT BETWEEN THE TRUSTEE AND SENTISS AG, AND (C) GRANTING CERTAIN RELATED RELIEF**

I, John T. Carroll, III, counsel to George L. Miller in his capacity as the chapter 7 trustee (the "Trustee") for the estates (the "Estates") of the above-captioned debtors (the "Debtors"), hereby certifies the following:

1. On or about April 20, 2023 the Trustee filed the *Trustee's Motion for Entry of (I) an Order (A) Approving Bidding Procedures in Connection with Sale of Substantially all of the Estates' Assets, (B) Scheduling an Auction and Hearing to Consider the Proposed Sale, and (C) Approving the Form and Manner of Notice Thereof; and (II) an Order (A) Approving the Sale, (B) Authorizing the Assumption and Assignment of Executory Contracts and Unexpired Leases, and (C) Granting Certain Related Relief* [D.I. 106] (the "Sale Motion").<sup>2</sup>

2. On April 28, 2023, the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") entered an *Order Granting Trustee's Motion for Entry of an Order (A) Approving Bidding Procedures in Connection With Sale of Substantially All of the Estates' Assets,*

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<sup>1</sup> The Debtors in these chapter 7 cases, along with the last four digits of their federal tax identification numbers, and cases numbers are Akorn Holding Company LLC (9190), Case No. 23-10253 (KBO); Akorn Intermediate Company LLC (6123), Case No. 23-10254 (KBO); and Akorn Operating Company LLC (6184), Case No. 23- 10255. The Debtors' headquarters is located at 5605 CenterPoint Court, Gurnee, IL 60031.

(B) *Scheduling an Auction and Hearing to Consider the Proposed Sale* and (C) *Approving the Form and Manner of Notice Thereof* [D.I. 137] (the “Bidding Procedures Order”),<sup>2</sup> which, among other things, established bidding procedures (the “Bidding Procedures”) that govern the manner in which certain assets of the above-captioned Debtors are to be sold.

3. After arm’s length negotiations on or about May 18, 2023 Sentiss AG as Purchaser, (“Sentiss”) and George L. Miller, the Chapter 7 Trustee of the estates of Akorn Holding Company LLC, Akorn Intermediate Company LLC and Akorn Operating Company LLC as Seller entered into a certain Asset and Share Purchase Agreement [D.I. 205] (the “Sentiss APA”).

4. On May 18, 2023 the Trustee filed the *Declaration in Support of Trustee’s Motion for Entry of (I) an Order (A) Approving Bidding Procedures in Connection with Sale of Substantially all of the Estates’ Assets, (B) Scheduling an Auction and Hearing to Consider the Proposed Sale, and (C) Approving the Form and Manner of Notice thereof; and (II) an Order (A) Approving the Sale, (B) Authorizing the Assumption and Assignment of Executory Contracts and Unexpired Leases, and (C) Granting Certain Related Relief* [D.I. 206].

5. The Trustee and Sentiss respectfully request entry of the proposed Sale Order attached hereto as Exhibit “A” approving the Sentiss APA and the Court’s earliest convenience.

6. A redlined version of the Sale Order against the version as originally filed with the Sale Motion is attached hereto as Exhibit “B”.

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<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Sale Motion.

Dated: May 18, 2023  
Wilmington, Delaware

COZEN O'CONNOR

By: /s/ John T. Carroll, III  
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